

Union Tank Car Company

RECORDATION NO. 8598-D
FILED 1425

NOV - 5 1980-2 42 PM

90 Half Day Road
Lincolnshire, Illinois 60015

INTERSTATE COMMERCE COMMISSION

Direct Tel. No.:

October 29, 1980

Law Department

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

An Affiliate of
Trans Union Corporation

0-310A063

No.:

NOV 5 1980

Date.....

Fee \$ 20.00

ICC Washington, D. C.

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of the Second Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 15, 1980, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Manufacturers Hanover Trust Company, 40 Wall Street, New York, New York 10015 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 1, 1976 between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of nine railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 15 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are described in Schedule B attached hereto. The Bill of Sale releases the Equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the said Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of December 1, 1976, which was recorded with your office on December 3, 1976, and assigned recordation number 8598. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

By

Q. B. Keller

Encls.

Interstate Commerce Commission
Washington, D.C. 20423

11/7/80

OFFICE OF THE SECRETARY

A.B. Hillman
Union Tank Car Company
90 Half Day Road
Lincolnshire, Illinois 60015

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/5/80 at 2:40pm, and assigned recordation number(s).

8598-D & 8598-E.

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

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INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)

COUNTY OF LAKE)

SS.

C E R T I F I C A T E

The Undersigned, Marcia C. Weiner a Notary Public in and for said County, states that she compared the attached copy of the Second Supplemental Equipment Trust Agreement dated the 15th day of October, 1980, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 29th day of October, 1980.

Marcia C. Weiner
Notary Public

My Commission expires: June 18, 1984

This Second Supplemental Equipment Trust Agreement dated October 15, 1980 , by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and MANUFACTURERS HANOVER TRUST COMPANY, a New York corporation, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of December 1, 1976 (the "Trust Agreement"), providing for an issue of its Equipment Trust Certificates (Series 14) (the "Trust Certificates"), in aggregate principal amount of \$40,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledge, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Second Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Second Supplemental Equipment Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Second Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Second Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By 
Vice President

Attest:


Assistant Secretary

MANUFACTURERS HANOVER TRUST COMPANY

By 
Vice President

Attest:


Assistant Trust Officer

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

On the 15th day of October, 1980, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 90 Half Day Rd., Lincolnshire, IL 60015; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Marcia C. Weiner
Notary Public

MY COMMISSION EXPIRES June 18, 1984

STATE OF NEW YORK)
) SS
COUNTY OF)

On the 24th day of October, 1980, before me personally came T. C. CRANE, to me known, who being by me duly sworn, did depose and say that he resides at 320 Watch Hill Road, Rock Hill, N. Y. 10566; that he is a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, the New York corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Mary Leonardi
Notary Public

MARY LEONARDI
Notary Public, State of New York
No. 40-7495520
Qualified in Putnam County
Certificate filed in New York County
Commission Expires March 30, 1982

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
9	TM	23,500	UTLX68838-68846

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	Box Car	70 Ton	BCIT841550
1	Box Car	70 Ton	BCIT841584
1	Covered Hopper	2,100 CUFT	UNPX121668
1	LO	2,100 CUFT	UNPX121670
1	LO	2,100 CUFT	UNPX121672
1	LO	2,100 CUFT	UNPX121677
1	LO	2,100 CUFT	UNPX121678
1	LO	2,100 CUFT	UNPX121683
1	LO	2,100 CUFT	UNPX121685
1	TA	13,500 GAL	UTLX12652
1	TA	13,500 GAL	UTLX12675
1	TM	17,600 GAL	UTLX71772
1	TM	8,000 GAL	UTLX72261
1	TM	16,800 GAL	UTLX76016
1	TP	24,690 GAL	UTLX96188
<u>15</u>			